

**IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF TENNESSEE**

## **DECLARATION OF ED NORDHOLM**

Having been duly sworn and being of majority age, I testify as follows:

1. My name is Ed Nordholm. I hold the position of Executive Vice President of Anthem Sports & Entertainment, Corp. ("Anthem Sports").
2. Anthem Sports is incorporated under the laws of the Province of Ontario, Canada, and its primary place of business is in Ontario, Canada.
3. Anthem Sports has no business operations of its own. Instead, it is the parent holding company for various operating companies and brands that are part of the Anthem portfolio. For example, Anthem Sports owns or holds an interest in the following companies and/or media brands: Fight Network, a combat sports specialty network; Pursuit Channel, an outdoor hunting and fishing specialty television network; FNTSY Sports Network, a fantasy sports channel; and Edge Sport, a channel offering content related to action sports.

4. In addition to me, only a handful of people work for Anthem Sports—its CEO, Leonard Asper; its CFO, Niral Merchant, and one or two individuals who perform support staff functions. All employees of Anthem Sports work in Canada.

5. One of the companies that is a wholly owned subsidiary of Anthem Sports is an entity called Anthem Sports & Entertainment, Inc. (“Anthem S&E”), which is a Delaware corporation. Anthem S&E is the US holding company for certain Anthem operating entities in the United States. Anthem S&E is not registered to do business in Tennessee, has no employees and is a passive holding company.

6. Fight Media Group, Inc. is a Delaware corporation that is a wholly owned subsidiary of Anthem S&E. It is the operating company of all Fight Network operations in the United States. Fight Media Group, Inc. is not registered to do business in Tennessee and has no offices or employees in Tennessee. Most if not all of its activities are managed by employees of Fight Network in Canada, which is a different Canadian entity.

7. Anthem Wrestling Exhibitions, LLC (“Anthem Wrestling”) is a Delaware corporation that does have offices in Tennessee, located at 3201 Dickerson Pike, Nashville, TN 37207. Anthem Wrestling was formed in order to acquire the assets of an entity called TNA Entertainment, LLC, when Fight Media foreclosed on certain loans to that entity.

8. Anthem Wrestling has approximately 15 employees and approximately 50 contractors that carry out its day-to-day operations. Anthem Sports does not control or dictate the operations of Anthem Wrestling.

9. Anthem Sports and Anthem Wrestling are two separate and distinct legal entities and all appropriate corporate formalities have been observed with both companies. Although Anthem Wrestling is controlled by Fight Media, Anthem Wrestling has different shareholders

than Anthem Sports and Anthem Wrestling is funded by financing facilities separate from the financing facilities for Anthem Sports. The two companies have different purposes, corporate missions, employees, locations, and management. The two entities maintain separate books, tax returns and financial statements, and neither entity exerts control over the daily affairs of the other. Plaintiffs allege in Paragraph 5 of the First Amended Complaint upon "information and belief" that Anthem Sports and Anthem Wrestling share common ownership, executives, lawyers, office space, employees, equipment, and physical locations and that they "operate under common and/or joint leadership such that the focus is one unitary entity." This allegation is incorrect for the reasons set out in this Declaration.

10. Anthem Sports has not appointed an agent for service of process in Tennessee; it does not have any employees or offices based in Tennessee; it does not own or lease real or personal property in Tennessee; it does not maintain bank accounts in Tennessee; and it has not conducted business in Tennessee or marketed goods or services to Tennessee residents.

11. Anthem Sports' website is not interactive; it simply has links to other websites run by related companies. The Anthem Sports website does not offer anything for sale and there is nothing about it that is targeted to the residents of Tennessee.

12. Anthem Sports does not distribute content in Tennessee or elsewhere. Anthem Sports did not distribute content on the Fight Network website. Any content distributed by any Anthem-related entity is done by an entity other than Anthem Sports.

13. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed this 31<sup>st</sup> day of October, 2018.

  
Ed Nordholm

**CERTIFICATE OF SERVICE**

I hereby certify that on November 1, 2018, I electronically filed the foregoing document with the Clerk of the Court by using the CM/ECF system which will send a notice of electronic filing to the following and/or served the following via U.S. Mail:

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/s/ *Paige W. Mills*